

RECORDATION NO. 22260-I FILED

SEP 23 '03

4-47 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



September 19, 2003

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 11, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22260.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: CSX Transportation Inc.
500 Water Street
Jacksonville, FL 32202

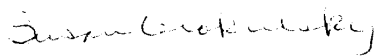
A description of the railroad equipment covered by the enclosed document is sixty-eight (68) Plate "F" box cars, with 12' plug doors with NOKL marks, (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulska
Manager of Documentation

Enclosures

(CSXT055)

RECORDATION NO. 222607 FILED

ASSGN. NO. CSXT055

SEP 23 '03

4-47 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of August, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 28 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 2, 2003 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Name: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION Executed on this 11th day of August, 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of August, 2003.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: [Signature]
Name: Erin T. Bell
Title: Director Lease Finance

Executed on this 7th day of August, 2003.

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Duval

I, Edmund T. Johnson IV, a Notary Public of the County and State aforesaid,
certify that Erin T. Bell personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of August, 2003.

[Signature]
Notary Public

My Commission Expires:
6/4/06
(Notary Public)


 Edmund T. Johnson, IV
MY COMMISSION # DD115791 EXPIRES
June 4, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-eight (68)

DESCRIPTION OF CARS: 50' 6" Plate F Boxcars with 12' plug doors and 15" E.O.C. cushioning

CAR NUMBERS:

NOKL 570251	NOKL 570351
NOKL 570256	NOKL 570352
NOKL 570260	NOKL 570355
NOKL 570262	NOKL 570356
NOKL 570263	NOKL 570359
NOKL 570264	NOKL 570360
NOKL 570265	NOKL 570364
NOKL 570268	NOKL 570367
NOKL 570270	NOKL 570369
NOKL 570273	NOKL 570370
NOKL 570274	NOKL 570374
NOKL 570275	NOKL 570375
NOKL 570282	NOKL 570377
NOKL 570283	NOKL 570380
NOKL 570291	NOKL 570381
NOKL 570294	NOKL 570383
NOKL 570295	NOKL 570387
NOKL 570298	NOKL 570393
NOKL 570301	NOKL 570398
NOKL 570303	NOKL 570399
NOKL 570306	NOKL 570400
NOKL 570307	NOKL 570401
NOKL 570308	NOKL 570403
NOKL 570310	NOKL 570405
NOKL 570316	NOKL 570406
NOKL 570321	NOKL 570407
NOKL 570323	NOKL 570409
NOKL 570327	NOKL 570416
NOKL 570332	NOKL 570417
NOKL 570335	NOKL 570418
NOKL 570337	NOKL 570419
NOKL 570338	Count: 68
NOKL 570339	
NOKL 570341	
NOKL 570345	
NOKL 570346	
NOKL 570348	